

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vanity Shop of Grand Forks, Inc.		02/10/2012	CORPORATION: NORTH DAKOTA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place
Internal Address:	18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Serial Number:	85430138	STYLE THAT WORKS
Serial Number:	85430133	STYLE THAT WORKS
Registration Number:	4005713	VANITY EVANITY.COM
Registration Number:	4004007	FASHIONTHATFITS
Registration Number:	3995304	STYLE THAT WORKS
Serial Number:	85250961	FASHIONLINK
Serial Number:	85104841	FASHIONTHATFITS
Serial Number:	85047088	STYLE THAT WORKS
Registration Number:	3153310	FASHIONTHATFITS
Registration Number:	3232934	FASHION LINK
Registration Number:	3770254	VANITY
Registration Number:	3770253	VANITY
Registration Number:	3770252	VANITY

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Registration Number:	3770251	VANITY
Registration Number:	3770250	VANITY
Registration Number:	3770249	VANITY
Registration Number:	3717917	VANITY
Registration Number:	3721293	VANITY
Registration Number:	3770041	VANITY
Registration Number:	3721292	VANITY
Registration Number:	3721291	VANITY
Registration Number:	3776890	VANITY
Registration Number:	3717668	VANITY
Registration Number:	3701029	VANITY
Registration Number:	3717667	VANITY
Registration Number:	3691603	VANITY
Registration Number:	3720990	VANITY
Registration Number:	3691596	VANITY
Registration Number:	3691531	VANITY
Registration Number:	3691530	VANITY
Registration Number:	3700990	VANITY
Registration Number:	3717553	VANITY
Registration Number:	3691529	VANITY
Registration Number:	3720827	VANITY
Registration Number:	3691515	VANITY
Registration Number:	3691496	VANITY
Registration Number:	3755533	EVANITY.COM
Registration Number:	3704175	EVANITY.COM
Registration Number:	1891144	VANITY
Registration Number:	1851806	VANITY
Registration Number:	1800825	VANITY
Registration Number:	1780669	VANITY

CORRESPONDENCE DATA

Fax Number: (302)636-5454
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK
REEL: 004715 FRAME: 0126

Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 92525

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 02/10/2012

Total Attachments: 5
source=2-10-12 Vanity Shop-TM#page1.tif
source=2-10-12 Vanity Shop-TM#page2.tif
source=2-10-12 Vanity Shop-TM#page3.tif
source=2-10-12 Vanity Shop-TM#page4.tif
source=2-10-12 Vanity Shop-TM#page5.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
 VANITY SHOP OF GRAND FORKS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: NORTH DAKOTA
 Other _____
 Citizenship (see guidelines) _____
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 No

Additional names, addresses, or citizenship attached? Yes No

Name: WELLS FARGO BANK, NATIONAL ASSOCIATION
 Internal Address: _____
 Street Address: ONE BOSTON PLACE, 18th FLOOR
 City: BOSTON
 State: MASSACHUSETTS
 Country: UNITED STATES Zip: 02108
 Association Citizenship United States
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) FEBRUARY 10, 2012

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
 SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)
 SEE ATTACHED SCHEDULE A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: CORPORATION SERVICE COMPANY
 Internal Address: _____
 Street Address: 1180 AVENUE OF THE AMERICAS
 City: NEW YORK
 State: NEW YORK Zip: 10036
 Phone Number: 212-299-5600
 Fax Number: 212-299-5656
 Email Address: _____

6. Total number of applications and registrations involved: 42

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____
 Authorized User Name _____

9. Signature: _____ FEBRUARY 10, 2012
Signature Date

ANDREW NASH
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

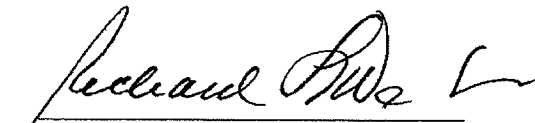
GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, VANITY SHOP OF GRAND FORKS, INC., a North Dakota corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.


THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of February 10, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
10th day of February, 2012.

VANITY SHOP OF GRAND FORKS, INC., as
Grantor

By: 
Name: Richard Weinstein
Title: President and CEO

WELLS FARGO RETAIL BANK, NATIONAL
ASSOCIATION, as Grantee

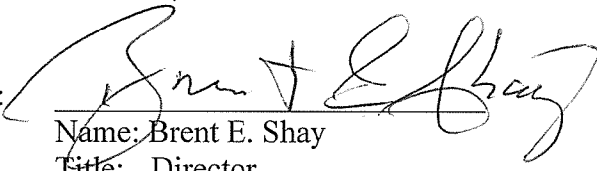
By: 
Name: Brent E. Shay
Title: Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
10th day of February, 2012.

VANITY SHOP OF GRAND FORKS, INC., as
Grantor

By: _____
Name: Richard Weinstein
Title: President and CEO

WELLS FARGO RETAIL BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: Brent E. Shay
Title: Director

**SCHEDULE A
TRADEMARK SCHEDULE**

<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Word Mark</u>
85/430,138	9/23/2011			STYLE THAT WORKS
85/430,133	9/23/2011			STYLE THAT WORKS
85/202,732	12/21/2010	4,005,713	8/2/2011	VANITY EVANITY.COM
85/975,357	8/11/2010	4,004,007	7/26/2011	FASHIONTHATFITS
85/975,239	5/25/2010	3,995,304	7/12/2011	STYLE THAT WORKS
85/250,961	2/24/2011			FASHIONLINK
85/104,841	8/11/2010			FASHIONTHATFITS
85/047,088	5/25/2010			STYLE THAT WORKS
78/638,896	5/27/2005	3,153,310	10/10/2006	FASHIONTHATFITS
78/859,678	4/12/2006	3,232,934	4/24/2007	FASHION LINK
77/724,529	4/28/2009	3,770,254	4/6/2010	VANITY
77/724,525	4/28/2009	3,770,253	4/6/2010	VANITY
77/724,522	4/28/2009	3,770,252	4/6/2010	VANITY
77/724,517	4/28/2009	3,770,251	4/6/2010	VANITY
77/724,502	4/28/2009	3,770,250	4/6/2010	VANITY
77/724,475	4/28/2009	3,770,249	4/6/2010	VANITY
77/686,045	3/8/2009	3,717,917	12/1/2009	VANITY
77/681,625	3/2/2009	3,721,293	12/8/2009	VANITY
77/681,574	3/2/2009	3,770,041	4/6/2010	VANITY
77/681,550	3/2/2009	3,721,292	12/8/2009	VANITY
77/681,528	3/2/2009	3,721,291	12/8/2009	VANITY
77/681,508	3/2/2009	3,776,890	4/20/2010	VANITY
77/612,581	11/12/2008	3,717,668	12/1/2009	VANITY
77/612,562	11/12/2008	3,701,029	10/27/2009	VANITY
77/612,544	11/12/2008	3,717,667	12/1/2009	VANITY
77/612,541	11/12/2008	3,691,603	10/6/2009	VANITY
77/612,536	11/12/2008	3,720,990	12/8/2009	VANITY
77/610,371	11/7/2008	3,691,596	10/6/2009	VANITY
77/591,109	10/13/2008	3,691,531	10/6/2009	VANITY
77/590,943	10/11/2008	3,691,530	10/6/2009	VANITY
77/590,942	10/11/2008	3,700,990	10/27/2009	VANITY
77/590,941	10/11/2008	3,717,553	12/1/2009	VANITY
77/590,940	10/11/2008	3,691,529	10/6/2009	VANITY
77/590,939	10/11/2008	3,720,827	12/8/2009	VANITY
77/585,467	10/3/2008	3,691,515	10/6/2009	VANITY
77/580,371	9/26/2008	3,691,496	10/6/2009	VANITY
77/517,343	7/8/2008	3,755,533	3/2/2010	EVANITY.COM
77/515,824	7/7/2008	3,704,175	11/3/2009	EVANITY.COM
74/447,769	10/18/1993	1,891,144	4/25/1995	VANITY
74/447,684	10/18/1993	1,851,806	8/30/1994	VANITY
74/073,656	6/28/1990	1,800,825	10/26/1993	VANITY
74/063,690	5/29/1990	1,780,669	7/6/1993	VANITY